

Hearing Date and Time: November 5, 2008 at 10:00 a.m.
Objection Deadline: October 29, 2008 at 4:00 p.m.

RICHARDS KIBBE & ORBE LLP
One World Financial Center
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Michael Friedman
Joon P. Hong

Attorneys for the parties listed on Exhibit A hereto

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

x
: Chapter 11
:
: Case No. 08-13555 (JMP)
:
: Jointly Administered
x

**NOTICE OF MOTION FOR AN ORDER COMPELLING LEHMAN COMMERCIAL PAPER INC.
TO ASSUME OR REJECT EXECUTORY CONTRACTS PURSUANT TO SECTIONS 105(d)(2)(A)
AND 365(d)(2) OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that, on October 17, 2008, the parties listed on Exhibit A attached hereto (the "Movants") filed a motion with this Court (the "Motion") seeking entry of an order compelling debtor, Lehman Commercial Paper Inc. ("LCPI"), to file a motion to assume or reject certain contracts between Movants and LCPI for the purchase and sale of commercial loans on or before November 7, 2008.

PLEASE TAKE FURTHER NOTICE that a hearing (the "Hearing") will be held in connection with the entry of an order granting the relief requested in the Motion and any further relief on November 5, 2008 at 10:00 a.m., or as soon thereafter as counsel may be heard, before the Honorable James M.

Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that responses or objections, if any, to the Motion shall (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the Southern District of New York and the Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 implementing Certain Notice and Case Management Procedures [docket no. 285]; (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) (i) electronically by registered users of the Bankruptcy Court's case filing system, or (ii) on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format) by all other parties in interest; and (d) be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004 in hard copy form; (ii) the undersigned counsel to the Movants, Richards Kibbe & Orbe LLP, 1 World Financial Center, New York, NY 10281 (Attn: Michael Friedman, Esq. and Joon P. Hong, Esq.); (iii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, (Attn: Richard P. Krasnow, Esq., Lori R. Fife, Esq., Shai Y. Waisman, Esq., and Jacqueline Marcus, Esq.), attorneys for the above-captioned debtors; (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis); (v) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases; (vi) counsel to Barclays, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006, (Attn: Deborah M. Buell, Esq., Lindsee P. Granfield, Esq., and Lisa M. Schweitzer, Esq.); (vii) Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004, (Attn:

Robinson B. Lacy, Esq. and Hydee R. Feldstein, Esq.); and (viii) the attorneys for any other official committee(s) that may be appointed in the above-captioned cases, in each case, so as to be actually **received by 4:00 p.m. (EST) on or before Monday, October 29, 2008 (the “Response Deadline”)**.

PLEASE TAKE FURTHER NOTICE only responses timely filed and received prior to the Response Deadline in accordance with this Notice will be considered by the Bankruptcy Court at the Hearing. If no responses to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion without any further notice or hearing.

Dated: New York, NY
October 17, 2008

/s/ Michael Friedman

Michael Friedman
Joon P. Hong

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Attorneys for the parties listed on Exhibit A hereto

Exhibit A

DK Acquisition Partners, L.P.
Farallon Choctaw ENE, LLC
Farallon Capital Partners, LP
Farallon Capital Institutional Partners, LP
Farallon Capital Institutional Partners II, LP
Farallon Capital Institutional Partners III, LP
Farallon Capital Offshore Investors, Inc.
Farallon Capital Offshore Investors II, Inc.
Goldman Sachs Credit Partners L.P.
Greywolf Capital Partners II LP
Greywolf Capital Overseas Fund
Halcyon Structured Asset Management European CLO 2007-I B.V.
Longacre Capital Partner (QP), L.P.
Longacre Master Fund, Ltd.
Morgan Stanley Bank International Limited
Morgan Stanley Senior Funding, Inc.
Rowayton Loan Funding Company
Royal Bank of Scotland, plc